

HELM-PACIFIC LEASING
JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

March 25, 2002

RECORDATION NO. 19327-A FILED

APR 10 '02 2-06 PM

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

SURFACE TRANSPORTATION BOARD

RE: Partial Termination of Lease of Railroad Equipment dated as of January 11, 2002 by Helm-Pacific Leasing ("**Partial Termination**").

Dear Mr. Williams:

On behalf of Helm-Pacific Leasing, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Three (3) fully-executed originals of the above-referenced Partial Termination.

In connection with the recording of the Partial Termination, please note the following information:

Name and Address of Lessor: Helm-Pacific Leasing
c/o Helm Pacific Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee: Ford Motor Company
5600 Henry Ford Boulevard
Brookpark, IL 44142

Equipment: 3 Gondola Railcars
HPJX 30846, 30973, 31042



Please record this Partial Termination as a supplemental agreement to STB Recordation No. 19327 filed on March 29, 1995 at 3:05 PM. The filing fee of \$28.00 is included in our enclosed Check No. 5956 in the amount of \$252.00.

Summary: Partial Termination of Lease of Railroad Equipment dated as of January 11, 2002 by Helm-Pacific Leasing for 3 gondola railcars, HPJX 30846, 30973 and 31042, to be filed as a supplemental agreement. Please file this Partial Termination as a supplemental agreement to STB Recordation No. 19327.

Yours truly,

A handwritten signature in cursive script, appearing to read "Sharon L. Van Fossan".

Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (3)

19327-A

PARTIAL TERMINATION OF LEASE OF RAILROAD EQUIPMENT

THIS PARTIAL TERMINATION OF LEASE OF RAILROAD EQUIPMENT ("Partial Termination") is dated January 11, 2002 by **HELM-PACIFIC LEASING**, a Nebraska general partnership ("**Lessor**").

Recitals.

A. Lessor entered into the Lease of Railroad Equipment dated as of November 18, 1994, as amended ("**Lease**"), with **Ford Motor Company**, a Delaware corporation, with respect to the three (3) railcars more fully described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board ("**STB**") of the Department of Transportation, under STB Recordation No. **19327**; filed on March 29, 1995 at 3:05 PM.

B. Lessor desires to execute this Partial Termination to evidence for the public record the termination of the Lease and of all the rights and obligations of Lessee with respect to the Units under the Lease.

NOW THEREFORE, in consideration of the premises, Lessee does hereby acknowledge and confirm:

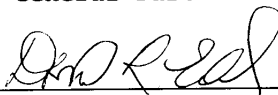
1. Partial Termination of Lease. Lessee hereby declares for the public record that the Lease is formally fully terminated with respect to the Units and that all rights and obligations of the parties arising under the Lease with respect to the Units have forever ceased.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination of Lease to be signed in its corporate name as of the date first above written.

LESSOR

HELM-PACIFIC LEASING

By: **Helm Pacific Corporation,**
a General Partner

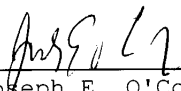
By: 
Name: David R. Eckles
Title: Chief Executive Officer

RECORDATION NO. 19327-A FILED

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SURFACE TRANSPORTATION BOARD

By: **Union Pacific Venture Leasing,**
Incorporated, a General Partner

By: 
Name: Joseph E. O'Connor, Jr.
Title: President

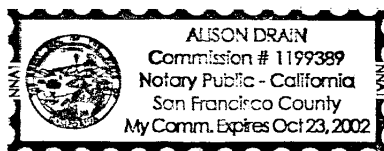
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On January 18th, 2002, before me, Alison Drain, personally
appeared David R. Eckles, Chief Executive Officer of **HELM PACIFIC
CORPORATION**,

X personally known to me -OR-

___ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon behalf
of which the person(s) acted, executed the instrument.



Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF NEBRASKA)
) S.S.
COUNTY OF DOUGLAS)

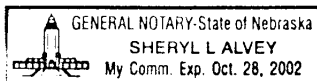
On January 14, 2002, before me, Sheryl L. Alvey, personally
appeared Joseph E. O'Connor, Jr., President of **UNION PACIFIC VENTURE
LEASING, INCORPORATED**,

✓ personally known to me -OR-

___ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within
instrument and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon behalf
of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



Sheryl L. Alvey
SIGNATURE OF THE NOTARY

[Notarial Seal]

SCHEDULE A

**To the Partial Termination of Lease of Railroad Equipment
dated January 11, 2002**

THE UNITS

Equipment Description:

Three (3), 50', 70-ton, gondola railcars with steel floors.

Mark and Number:

HPJX	30846
HPJX	30973
HPJX	31042